

523673

ARTICLES OF INCORPORATION  
OF  
MOONRISE BLUFF ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned, acting as Incorporator of a nonstock, nonprofit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes, states as follows:

1. **NAME.** The Corporation's name shall be MOONRISE BLUFF ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

2. **LOCATION.** The Corporation's principal office and only place of business is 210 St. Rt. 2270 West, Belton KY 42324. Its Registered Agent for Service of Process at that office is Samuel G. Wells, 210 St. Rt. 2270 West, Belton KY 42324.

3. **DURATION.** The Corporation's duration shall be perpetual.

4. **DEFINITIONS.** As used in these Articles of Incorporation the following terms shall have the following meanings:

- (a) "Moonrise Bluff Estates Subdivision" shall mean the 4 subdivision lots shown on the subdivision plat of record in Plat Cabinet 2, Envelope 89, in the Logan County Clerk's Office.
- (b) "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions, as amended from time to time, affecting any portion of Moonrise Bluff Estates Subdivision.
- (c) "Lot" shall mean a lot in Moonrise Bluff Estates Subdivision.
- (d) "Road" shall mean Joy's Way, as shown on the subdivision plat.

5. **PURPOSES.** The Corporation is organized under Chapter 273 of the Kentucky Revised Statutes as a non-profit Corporation and the purposes and objects for which said Corporation is organized are as follows:

- (a) To take over operation, maintenance and if necessary, paving of the road known as "Joy's Way", until such time that the road was taken over by the Logan County Fiscal court and its Road Department.
- (b) To enforce the restrictive covenants of said subdivision.
- (c) Notwithstanding the generality of the foregoing, the Corporation shall not (i) devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise, or (ii) directly or indirectly participate in, intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- (d) The operations of such Corporation shall be that the service shall equal the cost and no profit shall be made by the Corporation.

6. **POWERS.** In addition to all other powers the Corporation may have pursuant to Chapter 273 of the Kentucky Revised Statutes, the Corporation shall have the powers to:

- (a) Exercise and enforce any right or privilege assigned to it under any Declaration; and
- (b) To fix, assess, levy and collect payment by any lawfulness, all charges, assessments and liens by the Association against each any members of the Corporation, as provided for in any Declaration, Agreement or By-laws.
- (c) To exercise all the common-law and statutory powers of a corporation not for profit not in conflict with the terms of this Article.
- (d) The Association may enter into a contract with any person, firm, or entity for the operation, maintenance or repair of the Association property, however, any such contracts shall not be in conflict with the powers and duties of the Association or the rights of Lot owners as provided in the Declaration of Covenants, Conditions and Restrictions and these enabling documents.

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(e) To contract for the management or operation of portions of the common elements susceptible to separate management, operation, maintenance, supervision and repair.

(f) To employ personnel to perform the services required for proper operation of the Association.

(g) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain and convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of this corporation in the manner provided by these Articles.

(h) To purchase such insurance deemed necessary by the Board of Directors.

## **7. MEMBERS.**

(a) The members of the Corporation shall be limited to the owners of the real estate being located in Moonrise Bluff Estates Subdivision or upon whom the road, "Joy's Way" passes.

(b) Change of membership in the Corporation shall be established by recording a Deed or Contract for Deed in the Office of the Muhlenberg County Clerk or by construction of improvements on the undeveloped lots and being serviced by the Association's sewer collector system.

(c) The shares of a member in the funds or assets of the Corporation cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his lot.

## **8. VOTING RIGHTS.**

(a) The owner of each lot shall have one vote per lot. If one lot has more than one owner or is owned by a legal entity, then in that event there shall be designated one person to vote on their behalf of the owner.

(b) If a persons owns more than one lot, then he shall also be entitle to one vote for each lot.

**9. INTERNAL AFFAIRS.** Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

(a) The expense of service shall equal the cost and no profit shall be made nor any part of the net earnings shall inure to the benefit of any individual or member of the Corporation.

(b) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §§501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State, or Local government for exclusive public purpose.

(c) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under §501 (a) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contractions to which are deductible under §170 (c) (2) of the Internal Revenue code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

## **10. BOARD OF DIRECTORS.**

(a) The number of directors constituting the Corporation's initial Board of Directors shall be one (1), and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Samual G. Wells	210 St. Rt. 2270 West, Belton KY 42324.
Joy L. Wells	210 St. Rt. 2270 West, Belton KY 42345
Clay Wells	103 Tanglewood Place, Central City, KY 42330

(b) Each Lotowner shall automatically have one representative on the Board. No director of the Corporation shall have personal liability to the Corporation for monetary damages for breach of his duties as a director, provided, however, that this provision shall not eliminate or limit the liability of a director:

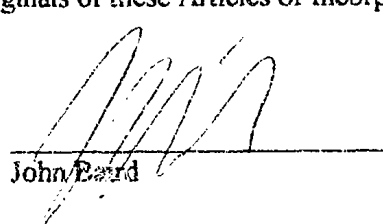
(i) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or any known to the director to be a violation of law; or

(iii) for any transaction from which the director derived an improper personal benefit. The foregoing provision shall not be construed to expand the liability of any director as determined pursuant to KRS 273.215.

11. **INCORPORATOR.** The name and address of the sole incorporator is John Baird, 103 East Main Cross Street, PO Box 838, Greenville, KY 42345.

IN WITNESS WHEREOF, the incorporator has signed the originals of these Articles of Incorporation, on this the 4<sup>th</sup> day of October, 2001.

  
John Baird

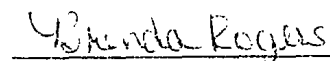
STATE OF KENTUCKY

COUNTY OF MUHLENBERG

I, the undersigned a Notary Public for the Commonwealth of Kentucky, do hereby certify that on this day the foregoing Articles of Incorporation of Moonrise Bluff Estates Homeowners Association, Inc., were produced before me and were signed, acknowledged and delivered by John Baird, Sole Incorporator hereof, to be his free act and deed.

IN TESTIMONY WHEREOF, I have hereto set my name and affixed my seal of office, this 4<sup>th</sup> day of October, 2001.

My commission expires: 8-13-03

  
Notary Public

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275 or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

1. The business entity is ☒ a corporation (KRS 271B or KRS 273)  
☐ a limited liability company (KRS 275)  
☐ a limited partnership (KRS 362)

2. The name of the business entity is

Moonrise Bluff Estates Property Owners' Association, Inc.

3. The state or country of incorporation, organization or formation is Kentucky

4. The name of the initial registered agent is

Sam Wells

5. The street address of the registered office address in Kentucky is

210 State Route 2270, Belton, Kentucky 42324

A handwritten signature of Sam Wells in dark ink, written over a horizontal line.

Signature of registered agent

Sam Wells, Registered Agent

Print Name & Title if applicable

Date September 25, 2001

**JOHN BAIRD**  
**ATTORNEY AT LAW**  
103 East Main Cross Street  
P.O. Box 838  
Greenville, KY 42345-0838  
270-338-5944  
fax 270-338-0096

September 28, 2001

**SECRETARY OF STATE**  
**ATT.: Corporate Filings**  
**P. O. BOX 1470**  
**Frankfort, KY 40602-1470**

**RE: Moonrise Bluff Estates Homeowners Association**

Dear Sir,

Please file the enclosed Articles of Incorporation. I have enclosed four originals and a check for filing same. I was not certain if 3 or 4 had to be filed for this type of corporation. Also enclosed is the executed consent form of the registered agent. If there is any questions, please give me a call.

Sincerely,

John Baird

enc.: originals  
check

JB/ jb